August 21, 2012

Marlene H. Dortch Secretary Federal Communications Commission 445 12th Street, S.W. Washington, DC 20554

Re: Notice of Ex Parte Communication: WT Docket No. 12-4

Dear Ms. Dortch:

On August 20, 2012, Melissa Newman of CenturyLink, Inc., Pat Morse of FairPoint Communications, Kathleen Abernathy of Frontier Communications Corp., Malena Barzilai of Windstream Communications, and Micah Caldwell and the undersigned of the Independent Telephone & Telecommunications Alliance ("ITTA") met separately with Commissioner Clyburn and her legal advisor Louis Peraertz, Commissioner Rosenworcel's acting legal advisor Holly Saurer, and Commissioner Pai's legal advisor Courtney Reinhard, to discuss the harms to competition that would arise from the Commercial Agreements among Verizon Wireless and Comcast Corp., Time Warner Cable, Inc., Bright House Networks, LLC, and Cox TMI Wireless LLC (the "Cable Companies," collectively, with Verizon, the "Applicants"). As we explained, the Commercial Agreements provide strong incentives for Verizon Wireless and the Cable Companies to use their market power to undermine competition in numerous product and geographic markets including, importantly, the wireline broadband and backhaul markets.

The Consent Decree executed between the Applicants and the Department of Justice fails to require any modifications to the Commercial Agreements to address the Applicants' anticompetitive incentives. Consequently, we proposed that language be included in the Commission order approving the proposed license assignments that could help guard against anticompetitive consequences for the wireline broadband and backhaul markets. First, we proposed that the Commission include a provision that would create a rebuttable presumption that Verizon Wireless be prohibited from selling the Cable Companies' services to residents in areas where there is evidence that the Cable Companies have at least a fifty percent share in the broadband market. Should an interested party present the Wireline Competition Bureau with data demonstrating that the Cable Companies possess at least fifty percent broadband market share in a particular geographic area, the Applicants would be prohibited from joint marketing in

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that area unless the Cable Companies produce evidence within sixty days rebutting this presumption.

In addition, in order to address concerns that Verizon Wireless has a strong incentive to engage in unreasonable discrimination in favor of the Cable Companies in the awarding of backhaul contracts, we proposed that the Commission initiate a review of the state of the backhaul market in connection with this proceeding. The Commission should require Verizon Wireless to submit, on an annual basis for the next three years and subject to confidentiality protections, all new and renewed backhaul contracts it has executed with any backhaul provider in the preceding year. Throughout this period, the Commission should monitor the status of backhaul competition and take appropriate action should the evidence show that competition in the backhaul market has decreased as a result of the Applicants' anticompetitive behavior.

As indicated herein and in previous submissions, we remain very concerned that the Commercial Agreements afford the Applicants both the incentive and the opportunity to engage in anticompetitive behavior that will have a significant deleterious effect on competition in the wireline broadband and backhaul markets. We believe that the suggested modifications to the order described herein could help mitigate the anticompetitive consequences of the commercial arrangements among the Applicants and we urge the Commission to include these modifications in the order.

Please do not hesitate to contact the undersigned with any questions regarding this submission.

Respectfully submitted,

Deneviere Morelli

Genevieve Morelli

President

cc: Louis Peraertz
Holly Saurer
Courtney Reinhard
Rick Kaplan
Jim Schlichting